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SPC and Opportunity Unique Fund Inc.*

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8 **UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

10 KALMAN ISAACS, individually and on
11 behalf of all others similar situated,

12 Plaintiff,

13 v.
14 ELON MUSK and TESLA, INC.,

15 Defendants.

Case No.: 3:18-cv-04865-EMC

16

17 **DECLARATION OF
LAURENCE D. KING IN SUPPORT OF
TEMPUS INTERNATIONAL FUND SPC
AND OPPORTUNITY UNIQUE FUND
INC.'S REPLY**

Judge: Edward M. Chen
Courtroom: 5
Date: November 15, 2018
Time: 1:30 p.m.

18 [Additional Captions Below]

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Case No. 5:18-cv-04865-EMC

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DECLARATION OF LAURENCE D. KING ISO TEMPUS AND OUF'S REPLY

1 WILLIAM CHAMBERLAIN, on behalf of
2 himself and all other similarly situated

3 Plaintiff,

4 v.

5 TESLA, INC. and ELON MUSK,

6 Defendants.

Case No.: 3:18-cv-04876-EMC

7 JOHN YEAGER, Individually and on Behalf of
8 All Others Similarly Situated,

9 Plaintiff,

10 v.

11 TESLA, INC. and ELON MUSK,

12 Defendants.

Case No.: 3:18-cv-04912-EMC

13 CARLOS MAIA, on behalf of himself and all
14 other similarly situated,

15 Plaintiff,

16 v.

17 TESLA, INC. and ELON MUSK,

18 Defendants.

Case No.: 3:18-cv-04939-EMC

19 KEWAL DUA, Individually and on Behalf of All
20 Others Similarly Situated,

21 Plaintiff,

22 v.

23 TESLA, INC. and ELON MUSK,

24 Defendants.

Case No.: 3:18-cv-04948-EMC

1 JOSHUA HORWITZ, Individually and on Behalf
2 of All Others Similarly Situated,

3 Plaintiff,

4 v.

5 TESLA, INC. and ELON R. MUSK,

6 Defendants.

Case No.: 3:18-cv-05258-EMC

7 ANDREW E. LEFT, Individually and on Behalf
8 of All Other Similarly Situated,

9 Plaintiff,

10 v.

11 TESLA, INC., and ELON R. MUSK,

12 Defendants.

Case No.: 3:18-cv-05463-EMC

13 ZHI XING FAN, Individually and On Behalf of
14 All Others Similarly Situated,

15 Plaintiff,

16 v.

17 TESLA, INC., and ELON R. MUSK,

18 Defendants.

Case No.: 3:18-cv-05470-EMC

19 SHAHRAM SODEIFI, Individually and on
20 behalf of all others similarly situated,

21 Plaintiff,

22 v.

23 TESLA, INC., a Delaware corporation, and
24 ELON R. MUSK, an individual,

25 Defendants.

Case No.: 3:18-cv-05899-EMC

1 I, Laurence D. King, hereby declare as follows:

2 1. I am a partner at the law firm of Kaplan Fox & Kilsheimer LLP. I respectfully submit
3 this Declaration in Support of Tempus International Fund SPC (“Tempus”) and Opportunity Unique
4 Fund Inc.’s (“OUF”) Reply memorandum of points and authorities. If called as a witness, I could
5 and would competently testify thereto to all facts within my personal knowledge.

6 2. Attached hereto as Exhibit A is a true and correct copy of the Declaration of Gary
7 Linford, dated October 30, 2018.

8 3. Attached hereto as Exhibit B is a true and correct copy of the Declaration of Alan
9 Davidson, dated October 30, 2018.

10 4. Attached hereto as Exhibit C is a true and correct copy the Investment Management
11 Agreement between Opportunity and Tempus, dated August 12, 2012 (redacted).

12 5. Attached hereto as Exhibit D is a true and correct copy the Investment Management
13 Agreement between Opportunity and OUF, dated November 28, 2014 (redacted).

14 6. Attached hereto as Exhibit E is a true and correct copy of the Declaration of Marcos
15 Pinheiro, dated October 30, 2018.

16 7. Attached hereto as Exhibit F is a true and correct copy of Opportunity Unique Fund
17 Inc.’s Certificate of Good Standing, obtained on October 25, 2018 from the Registrar of Corporate
18 Affair for the British Virgin Islands Financial Services Commission.

19 8. Attached hereto as Exhibit G is a true and correct copy of a Register of Companies
20 Search Report obtained from the British Virgin Islands Financial Services Commission, Registry of
21 Corporate Affairs (obtained October 25, 2018).

22 9. Attached hereto as Exhibit H are true and correct copies of the following documents
23 corresponding to the Summary of the Annulment:

24 a. Summary of Habeas Corpus No. 149.250 – SP (2009/0192565-8), Superior
25 Justice Tribunal, concerning Daniel Valente Dantas, published September 5,
26 2011 (English translation);

27 b. Certification of translation provided by Transperfect, dated October 29, 2018;
28 and

c. Original Portuguese Language Version of Summary of Habeas Corpus No. 149.250 – SP (2009/0192565-8), Superior Justice Tribunal, concerning Daniel Valente Dantas.

10. Attached hereto as Exhibit I are true and correct copies of the following documents corresponding to the Superior Justice Tribunal's Annulment:

- a. Report, Summary and Vote - Habeas Corpus No. 149.250 – SP (2009/0192565-8), Superior Justice Tribunal, concerning Daniel Valente Dantas (English translation) (with highlighting added by counsel);
- b. Certification of translation provided by Transperfect, dated October 29, 2018; and
- c. Original Portuguese Language Version of Summary, Report and Vote of Habeas Corpus No. 149.250 – SP (2009/0192565-8), Superior Justice Tribunal, concerning Daniel Valente Dantas.

11. Attached hereto as Exhibit J are true and correct copies of the following documents corresponding to the Supremo Tribunal Federal's (Federal Supreme Court) dismissal of appeal and confirmation of annulment:

- a. Extraordinary Appeal 680.967 Federal District, dated June 24, 2015 (English translation).
- b. Certification of translation provided by Transperfect, dated October 29, 2018; and
- c. Original Portuguese Language Version of Extraordinary Appeal 680.967 Federal District, dated June 24, 2015.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 30th day of October at San Francisco, California.

/s/ *Laurence D. King*
Laurence D. King